UNITED STATES DISTRICT COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK

VIACOM INTERNATIONAL INC., ET AL., Plaintiffs, v. YOUTUBE, INC., ET AL., Defendants.	ECF Case Civil No. 07-CV-2103 (LLS) DECLARATION OF ARTHUR CHAN
THE FOOTBALL ASSOCIATION PREMIER LEAGUE LIMITED, ET AL., on behalf of themselves and all others similarly situated, Plaintiffs, v. YOUTUBE, INC., ET AL., Defendants.	ECF Case Civil No. 07-CV-3582 (LLS)

I, Arthur Chan, pursuant to 28 U.S.C. § 1746, hereby declare as follows:

1. I am over the age of 18 and have personal knowledge of the matters set forth in this declaration. If called as a witness, I could and would testify competently to the matters stated herein.

2. I am an Executive Vice President of the digital marketing division of a media company called Palisades Media Group, Inc. ("PMG") based in Santa Monica, California. PMG is comprised of entertainment, business/consumer, direct response/direct marketing, political advertising, and interactive divisions. PMG provides services including research, marketing strategy, content and partnership

development, media planning, buying, and creative services for online as well as all forms of new media.

3. PMG has worked with a diverse client base including several companies in the television and film entertainment industry such as Paramount Vantage (a division of Paramount Pictures), Miramax Films, The Weinstein Company, Metro Goldwyn Mayer, United Artists, Spike TV, HBO, New Line Cinema, and Electronic Arts.

4. In the course of performing marketing services on behalf of our clients, PMG created and/or used several YouTube accounts with usernames that include "MiramaxFilm," "PalisadesMediaGroup," "Palisadesmg," "rubixkid," "EarlScheib," "LionsForLambs," "HalloweenDVD," "CollegeTheMovie," "TheWeinsteinCompany," "peachesruffhaus," "peacheslarue," "iheartdanec," "Pezcity," "moviemove," "chicagopictures," and other usernames. PMG employees used these YouTube accounts to upload to the YouTube website content either owned by PMG clients or content that PMG clients were authorized to distribute. Although the content PMG employees uploaded to the YouTube website was always provided by its clients and expressly authorized by them to appear on the YouTube service, PMG did not always contact YouTube to advise YouTube of these facts directly. We understand that much of this content was subsequently removed from the YouTube service by YouTube at the request of the purported copyright owners following YouTube's receipt of takedown notices.

5. Using the "MiramaxFilm" YouTube account, PMG employees uploaded video clips, including the following, to the YouTube service to promote a 2007 film titled "No Country for Old Men" that was co-produced by PMG's client Miramax Films and Paramount Pictures:

Video Title	Video URL
Miramax Films: No Country For Old Men - 2 MIlion Dollars	http://www.youtube.com/watch?v=_3Uz_7Pv9Os

Miramax Films: No Country For Old Men - Buenos Dias	http://www.youtube.com/watch?v=BxIEiHZAiiA
Miramax Films: No Country For Old Men - Phone Call	http://www.youtube.com/watch?v=d93VLmvqhiA
Miramax Films: No Country For Old Men - Call It	http://www.youtube.com/watch?v=hSu8M4oxd88
Miramax Films: No Country For Old Men - It's a Mess	http://www.youtube.com/watch?v=sQiO5I56h9M
Miramax Films: No Country For Old Men - Going Out	http://www.youtube.com/watch?v=u_xavx4_Ctg
Miramax Films: No Country For Old Men - No Information	http://www.youtube.com/watch?v=uJdf1Mnri5s

6. The video clips residing at the URLs referenced in the preceding paragraph were provided to PMG by its client Miramax Films and were authorized to be on the YouTube service so that PMG could promote Miramax Films' new film "No Country for Old Men." Those videos clips are from the film "No Country for Old Men," each about one minute in length. Miramax Films gave PMG authorization to upload these video clips to YouTube. These video clips, however, are no longer available on the YouTube service and attempts to access them return the message: "This video is no longer available due to a copyright claim by Viacom International."

7. Using the "EarlScheib" YouTube account, PMG employees uploaded video clips on behalf of PMG client Earl Scheib to promote Earl Scheib's business. These video clips were provided to PMG by Earl Scheib and were authorized to be on the YouTube service. One of these clips, titled "Earl Scheib on Rob & Big!" located at http://www.youtube.com/watch?v=LhO5SzZz9xQ, was a one-minute video clip from the MTV reality television show "Rob & Big" of a conversation with an Earl Scheib employee regarding Earl Scheib's business. The video clip was filmed on the premises of Earl Scheib. Earl Scheib gave PMG authorization to upload this video clip to YouTube. This video clip, however, is no longer available on the YouTube service and

attempts to access it return the message: "This video is no longer available due to a copyright claim by Viacom International."

8. Other video clips uploaded to the YouTube service by PMG employees with the understanding that PMG had authorization to do so include the following:

PMG Username	Video URL
CollegeTheMovie	http://www.youtube.com/watch?v=1OB5GyxgwTQ
CollegeTheMovie	http://www.youtube.com/watch?v=jy-K4wNrLI0
CollegeTheMovie	http://www.youtube.com/watch?v=mTpriPUo1bM
CollegeTheMovie	http://www.youtube.com/watch?v=GoH0tKHx_-Y
CollegeTheMovie	http://www.youtube.com/watch?v=ZPx2JuF8x8A
EarlScheib	http://www.youtube.com/watch?v=o6w1TouEFd0
EarlScheib	http://www.youtube.com/watch?v=tWseUYD3gcA
EarlScheib	http://www.youtube.com/watch?v=0o2bW2A29VI
EarlScheib	http://www.youtube.com/watch?v=lEeqCwvOHHo
HalloweenDVD	http://www.youtube.com/watch?v=hCseqlbhqUE
HalloweenDVD	http://www.youtube.com/watch?v=4j83AAGT2V4
HalloweenDVD	http://www.youtube.com/watch?v=X565b1JL4Bk
iheartdanec	http://www.youtube.com/watch?v=-Ccn_qiynIY
LionsForLambs	http://www.youtube.com/watch?v=n_V6ulwA0KE
LionsForLambs	http://www.youtube.com/watch?v=AKOiM_cGF0s
LionsForLambs	http://www.youtube.com/watch?v=fWbHCktmKWU
LionsForLambs	http://www.youtube.com/watch?v=yd7WNd9YsLw
LionsForLambs	http://www.youtube.com/watch?v=hTO3JM6aj3s
LionsForLambs	http://www.youtube.com/watch?v=99gmelD15V4
LionsForLambs	http://www.youtube.com/watch?v=k95TfmeEWAE
LionsForLambs	http://www.youtube.com/watch?v=iGYEGWx4lAI
LionsForLambs	http://www.youtube.com/watch?v=j_V00FlePek
LionsForLambs	http://www.youtube.com/watch?v=j1jUjvFP978
LionsForLambs	http://www.youtube.com/watch?v=p963kPgF3e8
LionsForLambs	http://www.youtube.com/watch?v=ud_aMTiNXL8
LionsForLambs	http://www.youtube.com/watch?v=sa7nv8GXzYQ
LionsForLambs	http://www.youtube.com/watch?v=rs96KHl_A10
LionsForLambs	http://www.youtube.com/watch?v=Rt6WJt-9KsU
LionsForLambs	http://www.youtube.com/watch?v=7UZBEIqvz5o
PalisadesMediaGroup	http://www.youtube.com/watch?v=PrEA5-fHY5Y
PalisadesMediaGroup	http://www.youtube.com/watch?v=CNumNsmLEhU
Palisadesmg	http://www.youtube.com/watch?v=tWubcKKf2JA
peacheslarue	http://www.youtube.com/watch?v=K-I0NFwv748
peacheslarue	http://www.youtube.com/watch?v=V7GEHXfNw7U
Pezcity	http://www.youtube.com/watch?v=9UKcF97DZPQ
rubixkid	http://www.youtube.com/watch?v=zvOmKf9RVRg
TheWeinsteinCompany	http://www.youtube.com/watch?v=ILSvWxUNd0c
TheWeinsteinCompany	http://www.youtube.com/watch?v=Mz1uCq-97U4

TheWeinsteinCompany	http://www.youtube.com/watch?v=W32XIsLkTPI
TheWeinsteinCompany	http://www.youtube.com/watch?v=P0zbjCkSt3U
TheWeinsteinCompany	http://www.youtube.com/watch?v=WvYnAys1IAM
TheWeinsteinCompany	http://www.youtube.com/watch?v=DmYPSP_aCLk
TheWeinsteinCompany	http://www.youtube.com/watch?v=HdLwCAJit18
TheWeinsteinCompany	http://www.youtube.com/watch?v=JS_JQsljVII
TheWeinsteinCompany	http://www.youtube.com/watch?v=TVQ02q_hluo
TheWeinsteinCompany	http://www.youtube.com/watch?v=POzXWylPWTE
TheWeinsteinCompany	http://www.youtube.com/watch?v=REZgbJanMqs
TheWeinsteinCompany	http://www.youtube.com/watch?v=7ZeHbd1aIV8
TheWeinsteinCompany	http://www.youtube.com/watch?v=_k5nEyuHRZc
TheWeinsteinCompany	http://www.youtube.com/watch?v=uQHkpWrXF_c
TheWeinsteinCompany	http://www.youtube.com/watch?v=BtSWAXgFeYE
TheWeinsteinCompany	http://www.youtube.com/watch?v=hgD94qi39JU
TheWeinsteinCompany	http://www.youtube.com/watch?v=ksNO4gPmPGg
TheWeinsteinCompany	http://www.youtube.com/watch?v=jZHwG7CyZFQ
TheWeinsteinCompany	http://www.youtube.com/watch?v=m4AxvB_M1p4
TheWeinsteinCompany	http://www.youtube.com/watch?v=1li_v14DNCU
TheWeinsteinCompany	http://www.youtube.com/watch?v=39PuFOTjtk8
TheWeinsteinCompany	http://www.youtube.com/watch?v=BULK1m9X8qQ
TheWeinsteinCompany	http://www.youtube.com/watch?v=jHglhwcwO8I
TheWeinsteinCompany	http://www.youtube.com/watch?v=ZV3B_6A_NMk
TheWeinsteinCompany	http://www.youtube.com/watch?v=5DEf-Q5Roqw
TheWeinsteinCompany	http://www.youtube.com/watch?v=9gVvGbIlYB0
TheWeinsteinCompany	http://www.youtube.com/watch?v=SYK1a86qNS8
TheWeinsteinCompany	http://www.youtube.com/watch?v=e40oaiS2T9g
TheWeinsteinCompany	http://www.youtube.com/watch?v=vBx2gw0pqx0

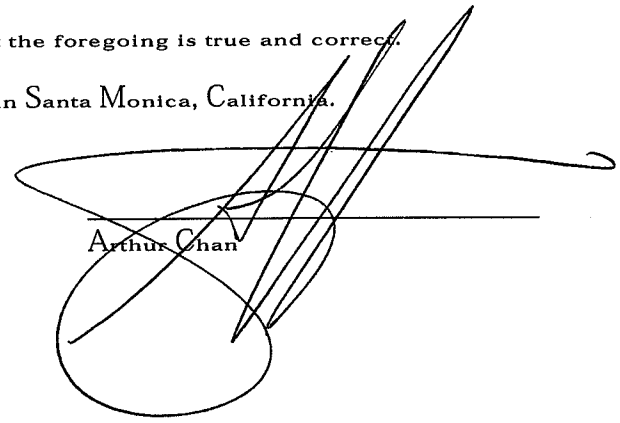
9. The practice of conducting viral marketing campaigns by uploading content to YouTube and other similar online services to promote music, television programs, and motion pictures is widespread. PMG, as well as most other online marketing companies, frequently upload video clips owned by their clients to online services such as YouTube and other video websites. To the best of my knowledge, in every instance in which PMG has uploaded content to internet websites, PMG was authorized to do so by the content owner.

10. Sometimes PMG's clients expressly directed PMG to use YouTube to market their content and sometimes clients implicitly endorsed the use of YouTube. On most occasions, PMG did not include information accompanying uploads to YouTube that would indicate that its clients had approved of the upload. By using this tactic, it

would appear to a user that the upload in question was "grass roots" in nature and not the product of corporate marketing. This is a common viral marketing tactic and is especially effective for reaching a younger demographic, which may be turned off by overt corporate marketing.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on this 30 day of October, 2009 in Santa Monica, California.



Arthur Chan